

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

ARTHUR J. GALLAGHER & CO.;
ARTHUR J. GALLAGHER RISK
MANAGEMENT SERVICES, LLC; and
GALLAGHER IP SOLUTIONS LLC,

Plaintiffs,

v.

GREAT AMERICAN E&S INSURANCE
COMPANY,

Defendant.

Case No. 1:25-CV-04474

Hon. Matthew F. Kennelly

**GALLAGHER'S RESPONSE TO THIS COURT'S ORDER TO SHOW CAUSE
WHY THE CASE SHOULD NOT BE DISMISSED
FOR LACK OF SUBJECT MATTER JURISDICTION**

Pursuant to this Court's April 30, 2025 Order to show cause why the case should not be dismissed for lack of subject matter jurisdiction (Dkt. 28), Plaintiffs Arthur J. Gallagher & Co., Arthur J. Gallagher Risk Management Services, LLC, and Gallagher IP Solutions LLC state as follows:

1. As alleged in the Complaint, there is complete diversity of citizenship between the parties and the amount in controversy exceeds \$75,000. (Dkt. 1, at ¶ 7.)
2. Plaintiff Arthur J. Gallagher & Co. is a publicly traded Delaware corporation with its principal place of business in Illinois. (Dkt. 1, at ¶ 9; Dkt. 3, at ¶ 1.) Accordingly, for diversity purposes, Arthur J. Gallagher & Co. is a citizen of Delaware and Illinois. 28 U.S.C. § 1332(c)(1).
3. Plaintiff Arthur J. Gallagher Risk Management Services, LLC is a Delaware LLC with its principal place of business in Illinois, and it is a wholly owned subsidiary of Arthur J. Gallagher & Co. (Dkt. 1, at ¶ 10; Dkt. 3, at ¶ 2.)

4. In response to this Court's show cause order, Plaintiffs hereby clarify that the sole member of Arthur J. Gallagher Risk Management Services, LLC is Arthur J. Gallagher & Co. Accordingly, for diversity purposes, Arthur J. Gallagher Risk Management Services, LLC also is a citizen of Delaware and Illinois. *See Thomas v. Guardsmark, LLC*, 487 F.3d 531, 534 (7th Cir. 2007) ("For diversity jurisdiction purposes, the citizenship of an LLC is the citizenship of each of its members.").

5. Plaintiff Gallagher IP Solutions, LLC is a Delaware LLC with its principal place of business in Illinois, and it is a wholly owned subsidiary of Arthur J. Gallagher & Co. (Dkt. 1, at ¶ 11; Dkt. 3, at ¶ 3.)

6. In response to this Court's show cause order, Plaintiffs hereby clarify that the sole member of Gallagher IP Solutions, LLC is Arthur J. Gallagher & Co. Accordingly, for diversity purposes, Gallagher IP Solutions, LLC also is a citizen of Delaware and Illinois. *See Thomas*, 487 F.3d at 534.

7. Finally, as alleged in the Complaint, Defendant Great American E&S Insurance Company is an Ohio Corporation with its principal place of business in Ohio. (Dkt. 1, at ¶ 12.). Accordingly, for diversity purposes, it is a citizen of Ohio. 28 U.S.C. § 1332(c)(1).

WHEREFORE, Plaintiffs respectfully request this Court enter an Order discharging the Court's Order to show cause why the case should not be dismissed for lack of subject matter jurisdiction.

Dated: April 30, 2025

/s/ Eli J. Litoff
Ronald S. Safer
Eli J. Litoff
Shaun Zhang
RILEY SAFER HOLMES AND CANCELIA, LLP
1 S. Dearborn St., Suite 2200
Chicago, IL 60603

(312) 471-8700
rsafer@rshc-law.com
elitoff@rshc-law.com
szhang@rshc-law.com

Michael C. Kasdin
Jesse L. Byam-Katzman
Foley & Lardner LLP
321 N. Clark Street, Suite 3000
Chicago, IL 60654
(312) 832-4500
mkasdin@foley.com
JByam-Katzman@foley.com

Attorneys for Plaintiffs

CERTIFICATE OF SERVICE

The undersigned certifies that on April 30, 2025, I electronically filed the foregoing document with the Clerk of the Court using CM/ECF, which will send notice of the filing to all counsel of record.

/s/ Eli J. Litoff